PYC THERAPEUTICS LIMITED

NOMINATION COMMITTEE CHARTER

Approved by the Board: 16 October 2026
Effective: 16 October 2026
Next scheduled review: October 2027

1. PURPOSE

The Nomination Committee (**Committee**) assists the Board of Directors (**Board**) in ensuring an effective Board with the appropriate balance of skills, experience, independence, knowledge and diversity. It assists with Board composition, succession, director appointments and reappointments, Board and director performance, committee composition, induction and development, executive succession and other nomination matters.

2. AUTHORITY

The Committee may obtain information, request management reports, engage search firms or specialists, assess and meet prospective directors, obtain independent advice and undertake delegated activities. It has no authority to appoint directors or executives unless expressly delegated. Final director appointments remain matters for the Board and, where required, shareholders.

3. COMPOSITION

The Committee will comprise at least three members, with a majority being independent Non-Executive Directors. The Chair should be an independent Non-Executive Director. The Board appoints members and Chair having regard to skills, experience, independence and applicable requirements.

3.1. Transitional arrangement

Where the Board does not have sufficient Non-Executive Directors or independent Non-Executive Directors to constitute the Committee in accordance with the requirements above, the Committee may operate with two members on a transitional basis. The Board will seek additional suitably qualified Non-Executive Directors and review composition following appointments.

4. CHAIR

The Chair will lead the Committee, determine agendas with the Company Secretary, ensure appropriate consideration of succession and composition, facilitate discussion, report to the Board and ensure compliance with this Charter.

5. COMMITTEE SECRETARY

The Company Secretary will act as Secretary, coordinate meetings, agendas and papers, maintain minutes and records, monitor actions and assist reporting. The Company Secretary has no voting rights by virtue of that role.

6. MEETINGS

The Committee will meet as frequently as required and at least twice each year. Additional meetings may be called by the Chair, Board, Company Secretary or member. The Committee may invite executives and advisers. Non-members may attend at the Chair's invitation.

7. QUORUM

The quorum is two members. Under the transitional arrangement both members must be present. If a conflict prevents a quorum, refer the matter to the Board.

8. CONFLICTS OF INTEREST

Members must disclose actual, potential or perceived conflicts. Appropriate members will not participate in affected matters. Conflicts and management will be recorded.

9. RESPONSIBILITIES

9.1. Board Composition

Review Board size, composition and effectiveness, considering strategy, skills, experience, independence, diversity, tenure, renewal, succession, regulatory requirements and Executive/Non-Executive Director balance. Maintain or recommend a Board skills matrix.

9.2. Board Skills Matrix

The skills matrix should, as appropriate to PYC Therapeutics Limited (**Company**), consider biotechnology/clinical development; medical/scientific expertise; regulatory matters; commercialisation, licensing and partnerships; capital markets; accounting, finance and audit; risk, governance and legal; US and international markets; mergers & acquisitions; cyber/data; and people/remuneration.

9.3. Director Appointments

Identify required skills and selection criteria, identify candidates, assess candidates, undertake due diligence, consider independence, conflicts and diversity, interview where appropriate, and recommend candidates to the Board. External search firms may be used.

9.4. Shareholder Election and Disclosure

Where a director is recommended for shareholder election or re-election, ensure the Board receives appropriate advice regarding applicable notice, disclosure and governance requirements.

9.5. Independence Assessment

Periodically assess each Non-Executive Director's independence against the Company's applicable definition and ASX Corporate Governance Principles and Recommendations. Material judgements concerning independence will be reported to the Board and appropriately disclosed.

9.6. Reappointment and Board Renewal

Consider reappointment having regard to performance, contribution, skills, experience, independence, tenure, attendance, succession and future needs.

9.7. Board Performance

Oversee evaluation of the Board, individual directors, Board committees and Board Chair, including effectiveness, decision-making, composition, information, management relationship, strategy, governance, risk oversight and improvement.

9.8. Committee Composition

Review Board committee membership, Chairs, skills, independence and succession.

9.9. Succession Planning

Oversee succession planning for CEO, CFO, key executives and Board leadership, including succession planning arising from both planned and unexpected events.

9.10. Director Induction and Development

Oversee induction covering business and strategy, financial position, risks, governance, legal/regulatory duties, policies, clinical/development programs, intellectual property and major contracts, and consider ongoing development.

9.11. Diversity

Consider diversity in composition and succession, including gender, professional background, skills, experience, industry, geographic and cultural experience and other relevant attributes, having regard to the Company's Diversity Policy.

9.12. Due Diligence

Conduct appropriate background checks and due diligence before recommending director appointments.

9.13. Other Matters

Consider other nomination or governance matters referred by the Board.

10. REPORTING

The Chair will report after each meeting on material matters, recommendations and actions. Minutes will be provided to the Board.

11. COMMITTEE PERFORMANCE

The Committee will annually review its performance, including objectives, information, meetings, succession, composition, membership, Board/management relationships and Charter adequacy. Results will be reported to the Board.

12. REVIEW OF CHARTER

The Committee will review this Charter at least annually and recommend amendments. The Board approves amendments.

13. INDEPENDENT ADVICE

The Committee may obtain independent professional advice at the Company's expense where reasonably necessary. Where practicable, the Chair should consult the Board Chair and Company Secretary.

14. DELEGATION

The Committee may delegate particular matters to the Chair or another member where appropriate, subject to Board direction.

15. APPROVAL

This Charter was approved by the Board of PYC Therapeutics Limited on 16 October 2026.